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STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

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Illinois Commerce Commission
RAIL SAFETY SECTION

VILLAGE OF ELWOOD, WILL COUNTY, ILLINOIS)
Petitioner)
vs.)
CENTERPOINT INTERMODAL LLC,)
BURLINGTON NORTHERN AND SANTA FE)
RAILWAY COMPANY,)
and)
STATE OF ILLINOIS)
DEPARTMENT OF TRANSPORTATION,)
Respondents)

No. **702-0038**

Petition for an Order of the Illinois Commerce Commission authorizing the establishment of four new grade crossings along the Industrial Park Lead track and an associated wye connection track owned by CenterPoint Intermodal LLC, at Baseline Road, Center Industrial Park Drive, Park Road, and East Access Road (a/k/a Strawn Road) in the Village of Elwood, Will County, Illinois, directing interim grade crossing protections and subsequent installation of automatic protection devices at certain of the crossings, the construction of the crossings proper, and dividing the cost among the parties.

PETITION

Now comes the Petitioner, Village of Elwood, Will County, Illinois (hereinafter "Village") by ROBERT T. BLUM, Village President, and respectfully petitions the Honorable Commission as follows:

1. The Respondent, CenterPoint Intermodal LLC, an Illinois limited liability company (hereinafter "CenterPoint"), proposes to construct a single industrial park lead track (hereinafter "IPL") through the Village, beginning at a rail yard operated by the Burlington Northern & Santa Fe Railway Company (hereinafter "BNSF"), and continuing eastward within the CenterPoint Intermodal Center at Deer Run Industrial Park. Upon information and belief, the initial segment of the IPL, consisting of approximately 3.5 miles of track and identified in the attached Exhibit 'A', will be constructed during calendar year 2002 (hereinafter, the "Phase 1 IPL").

2. Upon information and belief, within 36 months hereafter, CenterPoint proposes to construct a further eastward extension of the IPL (hereinafter, the "Phase 2 IPL") as identified in the attached Exhibit 'A', consisting of approximately 0.8 miles of track and including two switch connections between the IPL and the existing Union Pacific Railroad main line (hereinafter, the "Wye Connections").

3. The Village is constructing, or proposes to construct, four public roadways, namely Baseline Road, Center Industrial Park Drive, Park Road, and East Access Road (a/k/a Strawn Road) (at various times hereinafter collectively known as "Elwood public roadways").

4. As shown on the maps and plans attached hereto and incorporated herein by reference and designated as Exhibits 'B' (Profiles): (i) the Phase 1 IPL will cross the Elwood public roadways at two locations within the Village, namely Baseline Road and Center Industrial Park Drive, and (ii) the Phase 2 IPL will cross the Elwood public roadways at two locations within the Village, namely Park Road and East Access Road (a/k/a Strawn Road).

5. Each of said crossings are located within the corporate limits of the Village.

6. Upon completion of each phase of the IPL and the construction of Baseline Road, Center Industrial Park Drive, Park Road and East Access Road, the Village shall maintain (or cause

to be maintained pursuant to written agreement with CenterPoint) each of the IPL points of crossing, and the adjacent Elwood public roadways affected thereby.

7. The Village has jurisdiction of the portion of Baseline Road adjacent to the IPL crossing under the laws of the State of Illinois (the Illinois Highway Code). Baseline Road will provide access to local and state traffic across the IPL in a north-south direction generally between Arsenal Road and East Access Road.

8. The Village has or will have jurisdiction of Center Industrial Park Drive under the laws of the State of Illinois (the Illinois Highway Code). Center Industrial Park Drive will provide access to local and state traffic across the IPL in a north-south direction generally between Drummond Road and East Access Road.

9. The Village has jurisdiction of Park Road under the laws of the State of Illinois (the Illinois Highway Code). Park Road will provide access to local traffic across the IPL in a north-south direction generally between Mississippi Avenue and East Access Road.

10. The Village has jurisdiction of East Access Road under the laws of the State of Illinois (the Illinois Highway Code). East Access Road will provide access to local and state traffic across the IPL in an east-west direction generally between Baseline Road and Illinois State Route 53.

11. Upon information and belief, Baseline Road will be completed during the calendar year 2002 as a 48 foot wide (as measured from edge of pavement to edge of pavement) Portland cement concrete surface street with curb and gutter.

12. Upon information and belief, Center Industrial Park Drive will be constructed during the calendar year 2002 as a 36 foot wide (as measured from edge of pavement to edge of pavement) bituminous concrete surface street with curb and gutter.

13. Upon information and belief, Park Road will be completed during the calendar year 2002 as a 32 foot wide (as measured from edge of pavement to edge of pavement) bituminous concrete surface street with curb and gutter.

14. Upon information and belief, East Access Road will be constructed during the calendar year 2002 as a 36 foot wide (as measured from edge of pavement to edge of pavement) bituminous concrete surface street with curb and gutter.

15. The construction of Baseline Road, Center Industrial Park Drive, Park Road, and East Access Road is vitally needed to accommodate, and to provide safe and secure travel for: (i) vehicle and truck traffic anticipated to be generated by the CenterPoint Intermodal Center at Deer Run Industrial Park, (an approximate 2,100 acre industrial, commercial and transportation development currently in various stages of planning and construction, and scheduled to begin service in August 2002), and (ii) local traffic bypassing the existing residential district of the Village.

16. Upon information and belief, the rail traffic on the IPL at and near the aforesaid crossings will be freight of low volume. Further, the IPL will be primarily utilized as a switching track with trains operating at low speeds, with movements made during both daylight and darkness.

17. Upon information and belief, the BNSF will be the sole line haul railroad operating locomotives and moving freight over and across the IPL, and will provide reciprocal switching services to other main line carriers by agreement.

18. Upon information and belief, CenterPoint anticipates a low volume and frequency of locomotive and freight traffic traveling upon the IPL during the first 24 months of operations, and consequently, the installation of reflectorized crossbucks, pavement markings, advance warning signs and the requirement for a watchman accompanying trains at the IPL crossings at Baseline

Road, Center Industrial Park Drive and East Access Road (a/k/a Strawn Road) will provide safe and suitable grade crossing protection for said initial 24 month period.

19. The installation of automatic protective devices along the IPL at three of the proposed crossings, namely Baseline Road, Center Industrial Park Drive and East Access Road, will be necessary in the interest of public safety from and after the initial 24-month period of operations on the IPL; and that automatic flashing lights and signals are appropriate as protective devices at those three crossings from and after the initial 24-month period of operations on the IPL.

20. The installation of automatic protective devices at the proposed Park Road crossing is not necessary in the interest of public safety; that reflectorized crossbucks, pavement markings, and advance warning signs are appropriate as protective devices.

21. Precast concrete surface crossings at the tracks of the aforesaid four crossings will best serve the anticipated use of the crossing by highway traffic.

22. The cost of all of said improvements should be reasonably apportioned between the parties in accordance with the law.

20. Petitioner further specially requests that all necessary steps be taken by this Honorable Commission to expedite, accelerate and advance upon its docket for immediate consideration, the matter of this Petition.

WHEREFORE, Petitioner prays that the Honorable Commission will set the aforesaid matter for hearing with notice to the Parties hereto, and after such hearing enter an Order:

1. Authorizing the establishment of four new grade crossings along CenterPoint's IPL at Baseline Road, Center Industrial Park Drive, Park Road and East Access Road (a/k/a Strawn Road) as shown on the attached Exhibits 'B' (Profiles).

2. Directing that Respondent, BNSF, provide watchmen for grade crossing protection upon and for all locomotives using the IPL during the initial 24-month period of operations thereon.

3. Directing the Respondent, CenterPoint, to install interim grade crossing protections at the public crossings at Baseline Road, Center Industrial Park Drive and East Access Road (a/k/a Strawn Road) during the initial 24-months of operations over the IPL, consisting of reflectorized crossbucks, pavement markings, and advance warning signs.

4. Directing the Respondent, CenterPoint, to install the system of grade crossing protections and automatic protective devices consisting of flashing lights and signals, conforming with the provisions of 92 Illinois Administrative Code, Part 1535, at Baseline Road, Center Industrial Park Drive and East Access Road (a/k/a Strawn Road) from and after the initial 24-months of operations over the IPL; and further directing that Respondent, CenterPoint, or its successors and assigns, shall thereafter operate and maintain the system of grade crossing protections and automatic protective devices consisting of flashing lights and signals, at Baseline Road, Center Industrial Park Drive and East Access Road (a/k/a Strawn Road).

5. Directing the Respondent, CenterPoint, to install grade crossing protections at Park Road, consisting of reflectorized crossbucks, pavement markings, and advance warning signs.

6. Directing the Respondent, CenterPoint, to install precast concrete surface grade crossings at the four aforesaid crossings; and further directing that Respondent, CenterPoint, or its successors and assigns, shall thereafter maintain the precast concrete surface grade crossings at the four aforesaid crossings.

7. Dividing the cost involved among the parties.

8. Directing that all of the above requirements be contingent upon (i) the opening and improvement of Baseline Road, Center Industrial Park Drive, Park Road, and East Access Road

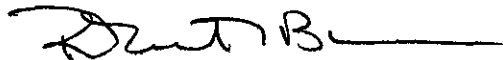
(a/k/a Strawn Road), and (ii) the extension of the IPL so as to cross said Elwood public roadways as proposed;.

9. For such other and further relief that this Honorable Commission finds just, fair and appropriate.

DATED at Elwood, Illinois this 19th day of April, A.D. 2002.

Respectfully submitted,

THE VILLAGE OF ELWOOD
WILL COUNTY, ILLINOIS,

A handwritten signature in dark ink, appearing to read "Robert T. Blum", is written over a horizontal line.

BY: ROBERT T. BLUM, President

STATE OF ILLINOIS
COUNTY OF WILL

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SUBSCRIBED AND SWORN TO me this
19th day of April, 2002.

Dayna Michelle Symons
NOTARY PUBLIC



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PROOF OF SERVICE

STATE OF ILLINOIS)
)
COUNTY OF WILL)

I, Dennis P. Lindell, hereby certify that I have served true and correct copies of the foregoing Petition to the following, by sending the same to them via Airborne Express from Naperville, Illinois this 19th day of April, 2002.

Illinois Department of Transportation
Mr. James L. Easterly, Director
Division of Highways
Secretary of Transportation
2300 South Dirksen Parkway
Springfield, IL 62764

and

Mr. James Ford
Vice President, Rail and Land Development
CenterPoint Properties
1808 Swift Drive
Oak Brook, IL 60523-1501

Dennis P. Lindell
Name: Dennis P. Lindell
Title: Attorney at Law

SUBSCRIBED AND SWORN TO me this
19th day of April, 2002.

Dayna Richelle Salzmann
NOTARY PUBLIC

